

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Chapter 11

Charge Enterprises, Inc.

Case No. 24-10349 (TMH)

Debtor¹.

**KORR ACQUISITIONS GROUP, INC., KORR VALUE L.P., AND
KENNETH ORR'S *AMENDED*² WITNESS AND EXHIBIT LIST FOR HEARING
SCHEDULED FOR APRIL 17, 2024 AT 3:00 P.M. (ET)**

KORR Acquisitions Group, Inc., KORR Value L.P., and Kenneth Orr (collectively, the “KORR Parties”) respectfully file this **amended** witness and exhibit list (the “Witness and Exhibit List”) for the hearing to be held on April 17, 2024 at 3:00 p.m. (ET) (the “Hearing”) before the Honorable Thomas M. Horan, at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801.

The KORR Parties reserve all rights to amend and supplement the Witness and Exhibit List at any time, to call any witness on any other party or party in interest’s original or amended witness lists, to call any witness necessary to authenticate documents, and to call any witness to provide rebuttal or impeachment testimony.

¹ The last four digits of the Debtor’s federal tax identification number are 1969. The Debtor’s mailing address for purposes of the Chapter 11 Case is 125 Park Avenue, 25th Floor, New York, New York 10017.

² Amendments appear in bold.

WITNESSES

The KORR Parties cross designate all witnesses designated by any other party or party in interest in connection with the Hearing, including Leah Schweller, and reserve all rights to call rebuttal or impeachment witnesses. In addition to cross-examination, the scope of the anticipated testimony for Ms. Schweller includes: (i) the Debtor's and its subsidiaries' (A) finances (post-petition and pre-petition) including each entity's cash flows, revenues, expenses, valuation, liquidity, financings (including debtor-in-possession financing), and (B) communications, interactions, negotiations and agreements with Arena Capital Advisors or any of its affiliates; (ii) the Debtor's Plan of Reorganization and each of its Supplements (collectively, the "Plan"); (iii) Piper Sandler and any of its work related to the Debtor or any of its subsidiaries, or the Plan.

EXHIBITS ³

The KORR Parties designate the following exhibits:

<u>Ex. No.</u>	<u>Description</u>	<u>Docket No. (if available)</u>
1	Declaration of Joel S. Karotkin in support of Debtor's Motion For Entry of Interim and Final Orders (A) Authorizing The Debtor To (I) Use Cash Collateral, (II) Obtain Senior Secured Superpriority Postpetition Financing and Granting Liens And Superpriority Administrative Claims, and (III) Provide Adequate Protection; (B) Scheduling A Final Hearing; and (C) Granting Related Relief	D.I. 11
2	Debtor's Combined Disclosure Statement and Prepackaged Chapter 11 Plan of Reorganization	D.I. 12

³ Certain documents may be confidential and if so, will be offered, if at all, under seal or in redacted form.

<u>Ex. No.</u>	<u>Description</u>	<u>Docket No. (if available)</u>
3	Plan Supplement Notice of Filing Revised Plan Supplement to the Debtor's Combined Disclosure ("the <u>Plan Supplement</u> ")	D.I. 135
4	Ex. A to the Plan Supplement (The Cure Notice)	D.I. 135-1
5	Ex. B to the Plan Supplement (the Rejection Notice)	D.I. 135-2
6	Ex. C to the Plan Supplement (The Director Side Letter Agreement)	D.I. 135-3
7	Ex. D to the Plan Supplement (The Officer Side Letter Agreement)	D.I. 135-4
8	Ex. E to the Plan Supplement (The Chapter 7 Liquidation Analysis)	D.I. 135-5
9	Ex. F to the Plan Supplement (The D&O Indemnity Escrow Agreement)	D.I. 135-6
10	Ex. G to the Plan Supplement (The New Organizational Documents)	D.I. 135-7
11	Ex. H to the Plan Supplement (The identity of the New Board members)	D.I. 135-8
12	Ex. I to the Plan Supplement (The Stockholders Agreement)	D.I. 135-9
13	Ex. J to the Plan Supplement (Notice of Errata)	D.I. 135-10
14	Proposed Order granting Discovery Motion (Ex. A for the KORR Parties' Discovery Motion)	D.I. 141-1
15	The KORR Parties' First Document Requests to the Debtor, dated March 18, 2024 (Ex. B for the KORR Parties' Discovery Motion)	D.I. 141-2
16	The KORR Parties' Supplemental Requests to the Debtor, dated March 21, 2024	D.I. 141-3

<u>Ex. No.</u>	<u>Description</u>	<u>Docket No. (if available)</u>
	(Ex. C for the KORR Parties' Discovery Motion)	
17	The KORR Parties' First Document Requests to Arena, dated March 19, 2024 (Ex. D for the KORR Parties' Discovery Motion)	D.I. 141-4
18	Debtor's Form 8-K filing on November 15, 2023 (Ex. E for the KORR Parties' Discovery Motion)	D.I. 141-5
19	The Debtor's Restructuring and Support Agreement (Ex. F for the KORR Parties' Discovery Motion)	D.I. 141-6
20	Debtor's Form 8-K filing on December 17, 2021 (Ex. G for the KORR Parties' Discovery Motion)	D.I. 141-7
21	Side Letter Agreement between Arena, Andrew Fox, and KORR Value in connection with the Debtor's December 2021 SPA. (Ex. H for the KORR Parties' Discovery Motion)	D.I. 141-8
22	PDF of the Charge share price listed on December 17, 2021 (Ex. I for the KORR Parties' Discovery Motion)	D.I. 141-9
23	Email from KORR Parties' counsel to Debtor's counsel, dated March 20, 2024 (Ex. J for the KORR Parties' Discovery Motion)	D.I. 141-10
24	Email correspondence between KORR Parties' counsel to Debtor's counsel, (Ex. K for the KORR Parties' Discovery Motion)	D.I. 141-11

<u>Ex. No.</u>	<u>Description</u>	<u>Docket No. (if available)</u>
25	Letter from Debtor's counsel to KORR Parties' counsel, dated March 25, 2024 (Ex. L for the KORR Parties' Discovery Motion)	D.I. 141-12
26	Letter from Debtor's counsel to KORR Parties' counsel, dated March 28, 2024 (Amended Ex. M for the KORR Parties' Discovery Motion)	D.I. 168
27	Letter from KORR Parties' counsel to Debtor's counsel, dated April 1, 2024 (Ex. N for the KORR Parties' Discovery Motion)	D.I. 141-14
28	Email correspondence between KORR Parties' counsel and Arena's counsel, (Ex. O for the KORR Parties' Discovery Motion)	D.I. 141-15
29	Letter from KORR Parties' counsel to Arena's counsel, dated April 4, 2024 (Ex. P for the KORR Parties' Discovery Motion)	D.I. 141-16
30	Transcript of Second Day Hearing, dated April 8, 2024 (Ex. Q for the KORR Parties' Discovery Motion)	D.I. 188-1
31	Email correspondence between counsel for the Debtor and the KORR Parties (Ex. R for the KORR Parties' Discovery Motion)	D.I. 188-2
32	Email correspondence between counsel for the KORR Parties and the Debtor (Ex. S to the KORR Parties' Discovery Motion)	D.I. 188-3

<u>Ex. No.</u>	<u>Description</u>	<u>Docket No. (if available)</u>
33	Email correspondence between counsel for the Debtor and the KORR Parties (Ex. T. to the KORR Parties' Discovery Motion)	D.I. 188-4
34	[Redacted]	D.I. 188-5
35	November 30, 2023 Letter from Arena to Debtor re: Supplement to Notice of Default—2021 Securities Purchase Agreements and Related Securities, including the Notes due November 2023 and Series C Preferred Stock (Ex. V to the KORR Parties' Discovery Motion)	D.I. 188-6
36	November 30, 2023 Letter from Arena to Debtor re: Notice of Breach – Exchange Agreements (Ex. W to the KORR Parties' Discovery Motion)	D.I. 188-7
37	Amendment 3 to Charge Enterprise's Form S-1 Registration Statement Under The Securities Act of 1933 (Exhibit X to the KORR Parties' Discovery Motion)	D.I. 188-8
38	December 17, 2021 Securities Purchase Agreement (Ex. Y to the KORR Parties' Discovery Motion)	D.I. 188-9
39	Original Issue Discount Senior Secured Non-Convertible Promissory Note Due November 19, 2023 (Ex. Z to the KORR Parties' Discovery Motion)	D.I. 188-10
40	Debtor's Board of Director's Meeting Minutes dated August 21, 2023 (Ex. AA to the KORR Parties' Discovery Motion)	D.I. 188-11

<u>Ex. No.</u>	<u>Description</u>	<u>Docket No. (if available)</u>
41	Debtor's Audit Committee of the Board of Director's Meeting Minutes dated June 29, 2023 (Ex. AB to the KORR Parties' Discovery Motion)	D.I. 188-12
42	Debtor's Board of Director's Meeting Minutes dated July 19, 2023 (Ex. AC to the KORR Parties' Discovery Motion)	D.I. 188-13
43	News Article, dated August 29, 2023 (Ex. AD to the KORR Parties' Discovery Motion)	D.I. 188-14
44	Email correspondence between counsel for the KORR Parties and the Debtor (Ex. AE to the KORR Parties' Discovery Motion)	D.I. 188-15
45	Email correspondence between counsel for the KORR Parties and the Debtor (Ex. AF to the KORR Parties' Discovery Motion)	D.I. 188-16
46	Email correspondence between counsel for the KORR Parties and Arena (Ex. AG to the KORR Parties' Discovery Motion)	D.I. 188-17
47	March 28, 2024 Letter from Arena counsel to KORR Parties; counsel (Ex. AH to KORR Parties' Discovery Motion)	D.I. 188-18
48	Affidavit of Philip Scala (Ex. AI to KORR Parties' Discovery Motion)	D.I. 197-1
49	Order to Show Cause, Dkt. No. 3, New York Litigation, Index No. 650109/2024, (Ex. AJ to KORR Parties' Discovery Motion)	D.I. 197-2

<u>Ex. No.</u>	<u>Description</u>	<u>Docket No. (if available)</u>
50	Order to Show Cause (With Temporary Restraining Order), Dkt. No. 3, New York Litigation, Index No. 45 650109/2024 (Ex. AK. to KORR Parties' Discovery Motion)	D.I. 197-3
51	Amended Order to Show Cause (With Temporary Restraining Order), Dkt. No. 71, New York Litigation, Index No. 650109/2024 (Ex. AL to KORR Parties' Discovery Motion)	D.I. 197-4
52	Stipulation, Dkt. No. 83, New York Litigation, Index No. 650109/2024 (Ex. AM to KORR Parties' Discovery Motion)	D.I. 197-5
53	Stipulation, Dkt. No. 91, New York Litigation, Index No. 650109/2024 (Ex. AN to KORR Parties' Discovery Motion)	D.I. 197-6
54	Declaration of M. Blake Cleary of Potter Anderson & Corroon LLP in Support of Reply in Further Support of KORR's Emergency Motion for Entry of an Order Compelling and Authorizing the Production of Documents by Charge Enterprises, Inc. and Areana (the " <u>Declaration of M. Blake</u> ")	D.I. 189
55	Email correspondence between counsel for the Arena and the KORR Parties (Ex. A to the Declaration of M. Blake)	D.I. 189-1

<u>Ex. No.</u>	<u>Description</u>	<u>Docket No. (if available)</u>
56	Email correspondence between counsel for Arena and the KORR Parties (Ex. B to the Declaration of M. Blake)	D.I. 189-2
57	Requests of KORR Acquisitions Group, Inc., KORR Value L.P., And Kenneth Orr For the Production of Documents By Arena. (Ex. C. to the Declaration of M. Blake)	D.I. 189-3
58	Letter from Arena's counsel to the KORR Parties' counsel, dated March 28, 2024 (Ex. D to the Declaration of M. Blake)	D.I. 189-4
59	Letter from the KORR Parties' counsel to Arena's counsel, dated April 4, 2024 (Ex. E to the Declaration of M. Blake).	189-5
60	Order Granting Emergency Motion to (I) Adjourn Confirmation Hearing And (II) Schedule Certain Dates And Deadlines in Connection with Confirmation of the Debtor's Plan Pursuant to Bankruptcy Code Section 105(A) And Bankruptcy Rule 3020 (Ex. A to the KORR Parties Motion to Adjourn)	D.I. 162-1
61	Email correspondence between counsel of the KORR Parties and the Debtor (Ex. B to the KORR Parties Motion to Adjourn)	D.I. 162-2
62	Email correspondence between counsel of the KORR Parties and the Debtor (Ex. C to the KORR Parties Motion to Adjourn)	D.I. 162-3

<u>Ex. No.</u>	<u>Description</u>	<u>Docket No. (if available)</u>
63	Email correspondence between counsel to KORR Parties and the Debtor (Ex. D to the KORR Parties Motion to Adjourn)	D.I. 202-1
64	Email correspondence between counsel to KORR Parties and the Debtor (Ex. E to the KORR Parties Motion to Adjourn)	D.I. 202-2
65	Email correspondence between counsel to KORR Parties and the Debtor (Ex. F to the KORR Parties Motion to Adjourn)	D.I. 202-3
66	Transcript, <i>In re: Tidewater Inc., et al.</i> , Case No. 17-11132-BLS, (Bankr. D. Del.) dated June 23, 2017 (Ex. G to the KORR Parties Motion to Adjourn)	D.I. 202-4
67	Order, <i>In Re: Amyris, Inc.</i> Case. No. 23-11131 (TMH) (Bankr. D. Del.), dated December 15, 2023 (Ex. H to the KORR Parties Motion to Adjourn)	D.I. 202-5
68	Order, <i>In re: Energy Future Holdings Corp., et al.</i> , Case No 14-10979 (CSS), (Bankr. D. Del.), dated August 29, 2017 (Ex. I to the KORR Parties Motion to Adjourn)	D.I. 202-6
69	Order, <i>In re: American Physician Partners, LLC, et al.</i> , Case No. 23-11469 (BLS), (Bankr. D. Del), November 14, 2023 (Ex. J to the KORR Parties Motion to Adjourn)	D.I. 202-7

<u>Ex. No.</u>	<u>Description</u>	<u>Docket No. (if available)</u>
70	Order, <i>In re: Mallinckrodt PLC, et al.</i> , Case No. 20-12522 (JTD) (Bankr. D. Del.), dated June 24, 2021 (Ex. K to the KORR Parties Motion to Adjourn)	D.I. 202-8
71	Order, <i>In Re: Boy Scouts of America And Delaware BSA, LLC</i> , Case No. 20-10343 (LSS), (Bankr. D. Del), dated October 8, 2021 (Ex. L to the KORR Parties Motion to Adjourn)	D.I. 202-9
72	Transcript, <i>In re: The Dolan Company, et al</i> , Case No. 14-10614 (BLS), (Bankr. D. Del.), dated May 12, 2024 (Ex. M to the KORR Parties Motion to Adjourn)	D.I. 202-10

Additionally, the KORR Parties reserve the right to cross designate all exhibits designated by any other party or party in interest in connection with the Hearing. Further, the KORR Parties, reserve all rights to designate additional exhibits and submit cross or impeachment exhibits.

Dated: April 17, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ Katelin A. Morales

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